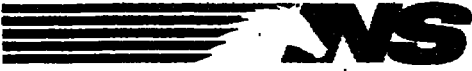


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Norfolk Southern Corporation  
Law Department  
Three Commercial Place  
Norfolk, Virginia 23510-9241

**SURFACE TRANSPORTATION BOARD**  
David A. Shelton  
General Attorney

Writer's Direct Dial Number  
(757) 629-2834  
(757) 823-5781 (fax)  
E-mail: David.Shelton@nscorp.com

April 3, 2012  
EQ000003

**VIA UPS**

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20024

Dear Sir or Madam:

Enclosed please find for recordation pursuant to Section 11301 of Title 49 of the U.S. Code two (2) counterparts, properly executed and acknowledged, of each of Document #1, Document #2 and Document #3.

These documents are: (1) a Termination of Lease Agreement, a secondary document, dated as of March 2, 2012 ("Document #1"); (2) a Release of Lien of Chattel Mortgage and Security Agreement, a secondary document, dated as of March 2, 2012 ("Document #2"); and (3) a Release of Lessor Security Agreement, a secondary document, dated as of March 2, 2012 ("Document #3"). The primary documents to which these secondary documents are connected are recorded under Recordation Nos. 21417, 21418 and 21419, respectively.

The names and addresses of the parties to each of the secondary documents are as follows:

Chief, Section of Administration  
Office of Proceedings  
April 3, 2012  
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Document #1:

Lessor: ORIX Proxima Corporation  
c/o ORIX Corporation  
21F Mita NN Building  
4-1-23 Shima  
Minato-ku, Tokyo 108-0014  
Japan

Lessee: Norfolk Southern Railway Company  
Three Commercial Place  
Norfolk, Virginia 23510

Document #2:

Mortgagee: The Norinchukin Bank, New York Branch  
245 Park Avenue, 21<sup>st</sup> Floor  
New York, NY 10167-0104

Document #3:

Mortgagee: Norfolk Southern Railway Company  
Three Commercial Place  
Norfolk, Virginia 23510

The equipment covered by the documents is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Road Numbers (inclusive)</u>
32	General Electric Dash 9-40CW Locomotives	C-C	9156-9187

Chief, Section of Administration  
Office of Proceedings  
April 3, 2012  
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A check in the amount of \$123.00 is enclosed to cover the recordation fee of \$41.00 for each of the documents pursuant to 49 CFR § 1002.2(f)(83). Please return any counterparts not needed by the Board for recordation to me at the above address.

Short summaries of each of the documents to appear in the index follow:

Document #1:

Termination of Lease Agreement dated as of March 2, 2012, to terminate the Lease Agreement with Recordation No. 21417 dated as of March 2, 1998, covering 32 General Electric Dash 9-40CW diesel-electric locomotives numbered 9156-9187, inclusive.

Document #2:

Release of Lien of Chattel Mortgage and Security Agreement dated as of March 2, 2012, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21418 dated as of March 2, 1998, covering 32 General Electric Dash 9-40CW diesel-electric locomotives numbered 9156-9187, inclusive.

Document #3:

Release of Lessor Security Agreement dated as of March 2, 2012, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21419 dated as of March 2, 1998, covering 32 General Electric Dash 9-40CW diesel-electric locomotives numbered 9156-9187, inclusive.

Sincerely,

A handwritten signature in black ink, appearing to read "David A. Shelton". The signature is fluid and cursive, with a large initial "D" and "S".

David A. Shelton

Enclosures

APR 09 '12 -11 10 AM

SURFACE TRANSPORTATION BOARD

## TERMINATION OF LEASE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as lessee, and ORIX Proxima Corporation (the "Lessor"), as lessor, under that certain Lease Agreement dated as of March 2, 1998 (as supplemented by the lease supplement dated as of March 27, 1998) (the "Agreement"), hereby certify that the Agreement has been terminated pursuant to Sections 3 and 19 thereof, to wit: the Lease Expiry Date (as defined in the Agreement) has occurred, the Railroad has exercised its right to purchase the Items of Equipment (as defined in the Agreement), and the Lessor has delivered to the Railroad a bill of sale with respect to the Items of Equipment.

This instrument may be executed by the parties hereto in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

WHEREFORE, the Railroad and the Lessor, pursuant to Section 3 of the Agreement, hereby declare the Agreement to be terminated and consent that the same be discharged of record.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their representatives duly authorized in that behalf on this 2<sup>nd</sup> day of March, 2012.

NORFOLK SOUTHERN RAILWAY COMPANY

By: Marta R. StewartName: Marta R. StewartTitle: Vice President and Treasurer

ORIX PROXIMA CORPORATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

#### TERMINATION OF LEASE AGREEMENT

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their representatives duly authorized in that behalf on this 2nd day of March, 2012.

NORFOLK SOUTHERN RAILWAY COMPANY

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

ORIX PROXIMA CORPORATION

By: 

Name: Kiyotaka Tanaka

Title: Director



